



ROBINSON MCFADDEN

ATTORNEYS AND COUNSELORS AT LAW

244717
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1999-323-C - 244719
2000-265-C - 244720
ROBINSON, MCFADDEN & MOORE, P.C.
COLUMBIA, SOUTH CAROLINA

June 20, 2013

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Bonnie D. Shealy

1901 MAIN STREET, SUITE 1200

POST OFFICE BOX 944

COLUMBIA, SOUTH CAROLINA 29202

VIA ELECTRONIC FILING

Jocelyn Boyd, Chief Clerk/Administrator
Public Service Commission of South Carolina
Post Office Drawer 11649
Columbia, SC 29211

PH
(803) 779-8900 | (803) 227-1102 direct

FAX
(803) 744-1551

bshealy@robinsonlaw.com

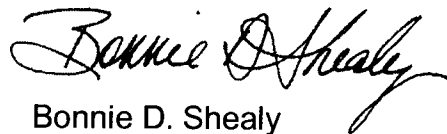
**Re: Birch Communications and Lightyear Network Solutions, LLC
Application to Approve Transfer of Assets**

Dear Ms. Boyd:

Enclosed for filing on behalf of Birch Communications, Inc.; Birch Telecom of the South, Inc., dba Birch Communications (collectively "Birch"); and Lightyear Network Solutions, LLC please find a joint application requesting authority to transfer Lightyear Network Solutions, LLC's telecommunications assets and customer base to Birch. We are providing a copy of the application to the South Carolina Office of Regulatory Staff. Should you have any questions, please contact me.

Very truly yours,

ROBINSON, MCFADDEN & MOORE, P.C.


Bonnie D. Shealy

/bds
Enclosure

cc/enc: Dan F. Arnett, ORS Chief of Staff (via U.S. Mail)
Nanette S. Edwards, ORS Chief Counsel (via email)
Angela Collins, Esquire (via email)

RECEIVED

JUN 20 2013

PSC SC
MAIL / DMS

In re:

**Joint Application of Birch
Communications, Inc.; Birch
Telecom of the South, Inc. dba
Birch Communications; and
Lightyear Network Solutions,
LLC for Approval to Transfer
Assets**

Birch Communications, Inc. (“Birch Communications”); Birch Telecom of the South, Inc., doing business as Birch Communications (“Birch Telecom”) (collectively the “Company”); and Lightyear Network Solutions, LLC (“Lightyear”) (Birch Communications, Birch Telecom and Lightyear collectively, the “Joint Applicants”) jointly request authority to transfer Lightyear’s telecommunications assets and South Carolina customer base to the Company. This request is made pursuant to SC Code Ann. §§ 58-9-280, 58-9-300 and 58-9-310. For the reasons set forth below, the Joint Applicants respectfully request that the Public Service Commission of South Carolina (“Commission”) approve this Application as soon as possible, so that the parties can close the transaction on or around September 15, 2013. In support of their Joint Application, the Joint Applicants respectfully show as follows:

I. DESCRIPTION OF THE JOINT APPLICANTS

A. Lightyear Network Solutions, LLC

Lightyear is a Kentucky limited liability company with corporate headquarters at 1901 Eastpoint Parkway, Louisville, KY, 40223. Lightyear was granted authority to provide telecommunications services in South Carolina in Docket No. 2003-369-C under Order No. 2004-550.

B. Birch Communications, Inc.

Birch Communications is a Delaware corporation with headquarters located at 3060 Peachtree Road NW, Suite 1065, Atlanta, GA 30305. Birch Communications, formerly known as Access Integrated Networks, Inc., was granted authority to provide local and long distance telecommunications services in South Carolina by Order No. 1999-801 issued November 15, 1999, in Docket No. 1999-323-C. On December 18, 2008, the Commission issued Order No. 2008-824 approving Access Integrated Networks, Inc.'s, doing business as Birch Communications, request to change the name to "Birch Communications, Inc."

C. Birch Telecom of the South, Inc. doing business as Birch Communications

Birch Telecom is a Delaware corporation with headquarters located at 3060 Peachtree Road NW, Suite 1065, Atlanta, GA 30305. Birch Telecom is authorized by the Commission to provide local exchange and interexchange telecommunications services in South Carolina by Order No. 2000-792 issued September 25, 2000 in Docket No. 2000-0265-C. Birch Telecom is a wholly owned subsidiary of Birch Communications.

II. DESIGNATED CONTACTS

Correspondence, orders, or other material concerning this Joint Application should be directed to:

For Lightyear	For Birch Telecom
John J. Greive Vice President/General Counsel Lightyear Network Solutions 1901 Eastpoint Parkway Louisville, KY 40223 502-244-6666, ext. 1248 (telephone) 502-515-4138 (facsimile) John.Greive@lightyear.net	Bonnie D. Shealy Robinson, McFadden & Moore, P.C. 1901 Main Street, Suite 1200 Post Office Box 944 Columbia, SC 29202 803-779-8900 (telephone) bshealy@robinsonlaw.com Angela F. Collins Cahill Gordon & Reindel LLP 1990 K Street, NW, Suite 950 Washington, DC 20006 202-862-8930 (telephone) 202-862-8958 (facsimile) acollins@cahill.com

III. DESCRIPTION OF TRANSFER OF ASSETS AND CUSTOMERS

On May 10, 2013, Birch Communications and Lightyear entered into an Asset Purchase Agreement pursuant to which Birch Communications will purchase the following assets from Lightyear: certain customer accounts and receivables, certain customer agreements and contracts, certain vendor agreements and contracts, certain equipment, and certain intellectual property. Birch Communications, however, will not assume any of Lightyear's pre-closing liabilities or obligations.

Following approval of the proposed Transaction, Birch Telecom will file any necessary tariff revisions to incorporate Lightyear's current services and rates so that affected customers will continue to receive the same services that they currently receive without any immediate changes to their service offerings or rates. The ownership structure of Birch Communications and Birch Telecom will not be affected by the Transaction. Upon consummation of the Transaction and after completion of the customer transfer, Birch Telecom will provide Lightyear's customers with the same service quality they have come to expect and all billing will

be handled by Birch Telecom. Consummation of the Transaction is contingent on, among other things, receipt of all necessary regulatory approvals.

Since the Company will hold Lightyear's assets and assume Lightyear's telecommunications operations in South Carolina, Lightyear will surrender its authorization and cancel its tariffs once Lightyear determines that it no longer needs its certificate of public convenience and necessity for operational or billing purposes. Before Lightyear requests to cancel its certificates and tariffs, Lightyear will satisfy any remaining regulatory obligations for its South Carolina operations, including but not limited to, gross receipts obligations and any assessments for the South Carolina Universal Service Fund.

Written notice of the proposed asset transfer will be provided to Lightyear customers via First Class United States mail 30 days prior to the transfer date as required pursuant to Section 64.1120(e) of the Federal Communications Commission's rules. A sample notice is attached as **Exhibit 1**. The parties expect the Transaction to be consummated on or around September 15, 2013.

IV. PUBLIC INTEREST ANALYSIS

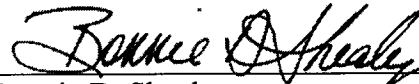
Approval of the Transaction is in the public interest. As discussed above, current Lightyear customers will be given prior written notice of the transfer of their account to Birch Telecom, in compliance with South Carolina and federal customer notice rules. Following consummation of the Transaction, Birch Telecom will continue to offer high quality services to South Carolina residents, as is supported by their industry knowledge, technical expertise, and financial strength. As a result, the proposed Transaction will be transparent to customers and will not have a negative impact on the public interest, services to South Carolina customers, or competition.

WHEREFORE, for the reasons stated above, the Joint Applicants respectfully request that the Commission grant all authority necessary for Lightyear to transfer its telecommunications assets and South Carolina customers to Birch.

Dated this 20th day of June, 2013.

Respectfully submitted,

**BIRCH COMMUNICATIONS, INC. AND
BIRCH TELECOM OF THE SOUTH, INC.**



Bonnie D. Shealy
Robinson, McFadden & Moore, P.C.
1901 Main Street, Suite 1200
Post Office Box 944
Columbia, SC 29202
803-779-8900 (telephone)
bshealy@robinsonlaw.com

and

Angela F. Collins
Cahill Gordon & Reindel LLP
1990 K Street, N.W., Suite 950
Washington, D.C. 20006
202-862-8930 (telephone)
acollins@cahill.com

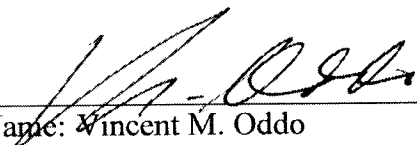
Counsel for Birch Communications, Inc. and
Birch Telecom of the South, Inc.

STATE OF GEORGIA)
)
COUNTY OF BIBB)

VERIFICATION

I, Vincent M. Oddo, President/CEO of Birch Communications, Inc., have reviewed and am familiar with the foregoing document. The statements in the foregoing document are true of my own knowledge, except as to matters which are herein stated on information and belief, and as to those matters, I believe them to be true.

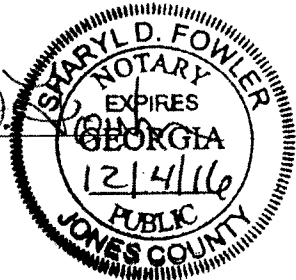
5/30/2013
Date


Name: Vincent M. Oddo

Title: President/CEO
Birch Communications, Inc.

Subscribed and sworn to before me this 30th day of May


Notary Public




)
)
)

VERIFICATION

I, John J. Greive, Vice President/General Counsel of Lightyear Network Solutions, LLC, have reviewed and am familiar with the foregoing document. The statements in the foregoing document are true of my own knowledge, except as to matters which are herein stated on information and belief, and as to those matters, I believe them to be true.

6-11-13
Date


Name: John J. Greive
Title: Vice President/General Counsel
Lightyear Network Solutions, LLC

Subscribed and sworn to before me this 11th day of June, 2013.

Linda Hunt
Notary Public
My Commission Expires: 7-6-2013

**Before the
PUBLIC SERVICE COMMISSION
OF SOUTH CAROLINA**

In re:)
)
Joint Application of Birch)
Communications, Inc.; Birch)
Telecom of the South, Inc. dba)
Birch Communications; and)
Lightyear Network Solutions,)
LLC for Approval to Transfer)
Assets)

EXHIBIT 1

Sample Customer Notice



LIGHTYEAR
Network Solutions



Birch
communications

IMPORTANT NOTICE
REGARDING A CHANGE IN YOUR TELECOMMUNICATIONS SERVICES

Dear _____

Birch Communications ("Birch") and Lightyear Network Solutions ("Lightyear") are pleased to announce that Birch is acquiring Lightyear's local telephone and long distance telephone customers, as well as certain other customers receiving additional types of services from Lightyear. Subject to approval by the Federal Communications Commission and state regulators as necessary, Birch will replace Lightyear as your current telecommunications service provider on or after **[30 DAYS AFTER LETTER DATE]**, 2013 (the "Transfer Date"). As a result of this transaction, Birch will assume responsibility for all services previously provided to you by Lightyear. Birch is excited about the opportunity to provide your telecommunications service(s) and looks forward to a long and mutually rewarding business relationship.

Please rest assured, the transition will have little or no impact on your current services, nor will there be any interruption of your service. The agreement between Birch and Lightyear has been structured so that the transfer of service will be virtually seamless, other than the possibility of a minor change to your voice mail service for which you will receive additional information.¹ There, however, may be other changes to your service plan based on Birch's unique billing systems (e.g., customers currently utilizing a message or measured local service plan may be switched to a flat rate plan). In those cases, Birch will transition you in a neutral manner **with no increase to your regular monthly recurring charges**. You will retain all other service rates, features, terms, and conditions of service and your telephone number. Birch will not impose any charges for the transfer of your services to Birch and **no action is required from you**

¹ It will be necessary for you to reset your password and re-record your message greeting(s). Additionally, saved messages at the time of the transfer will no longer be retained. Birch will provide further details in a follow-up letter.

to continue your telecommunications service(s) with Birch. You will receive your first billing statement from Birch starting with your **[MONTH]** 2013 or **[MONTH]** 2013 bill. As in the past, you are responsible for paying all bills rendered to you by Lightyear during the transition of service.²

You do have the right to select a different carrier for your telecommunications service(s). If you choose to switch to an alternate carrier for services, you may incur a fee from that alternate carrier for the transfer of services to that alternate carrier. If you select a local telephone service provider other than Birch, you should also contact your current long distance provider to ensure that your current long distance plan is not changed. Please note that if you are a customer of Lightyear on the Transfer Date as set forth above, your account will automatically be transferred to Birch. In addition, should you have a term commitment with Lightyear and you disconnect or transfer services to another carrier prior to the end of that term, you will be liable to Birch for any applicable early termination charges, subject to applicable law. Please note that when your service is transferred to Birch, any preferred carrier "freeze" you have placed on your existing telephone lines to prevent unauthorized transfer of your services to another carrier will be over-ridden for purposes of this transaction and will need to be reinstated by you by contacting Birch after the transfer is complete.

If you have any questions regarding this transaction or questions about your service or billing prior to the Transfer Date set forth above, you should contact Lightyear at: **800-393-7300**.

If you have any questions regarding this transaction, or questions about your service or billing after the Transfer Date set forth above, you should contact Birch at **888-772-4724**.³

Lightyear thanks you for your business and Birch looks forward to providing you with quality service for many years to come.

Sincerely,

Lighyear Network Solutions and
Birch Communications

² Those customers interested in setting up online payments will be pleased to know Birch offers online payments and account updates.

³ **About Birch Communications** - Headquartered in Atlanta, Georgia, Birch Communications is one of the largest competitive local exchange carriers in its 48-state footprint, serving residential and business customers. Birch was the first in its class to deploy its own private IP network utilizing soft switch technology to deliver innovative, high quality, affordable voice and broadband communications services to small- and medium-sized business customers.